

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
J & B Wholesale Distributing, Inc.		08/31/2009	CORPORATION: MINNESOTA
RECEIVING PARTY DATA			
Name:	Wells Fargo Bank, National Association		
Street Address:	Sixth and Marquette		
Internal Address:	MAC N9305-187		
City:	Minneapolis		
State/Country:	MINNESOTA		
Postal Code:	55479		
Entity Type:	National Banking Association: MINNESOTA		
PROPERTY NUMBERS Total: 33			
Property Type	Number	Word Mark	
Registration Number:	3548196	*NO NAME* FULLY GUARANTEED EST. 1970 BUTCHER QUALITY MEATS	
Registration Number:	3169865	BARE NAKED RIBS	
Registration Number:	3389811	BLUEWAVE	
Registration Number:	3398597	BLUEWAVE SEAFOOD COMPANY	
Serial Number:	77787781	BLUEWAVE SEAFOOD COMPANY	
Registration Number:	2717890	DE BARBEQUE	
Registration Number:	3577554	FRESH TONIGHT	
Registration Number:	2088463	J & B	
Registration Number:	2994737	J & B GROUP COMPANY CUSTOMER ASSOCIATE	
Registration Number:	1857805	MIDWEST PRIDE	
Registration Number:	1935191	MIDWEST PRIDE	
Registration Number:	2156770	MIDWEST PRIDE	
Serial Number:	77577041	MIDWEST PRIDE BONE-ON TENDER	

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TRADEMARK
 REEL: 004054 FRAME: 0765

Serial Number:	77485413	MIDWEST PRIDE TENDER SELECTIONS
Registration Number:	3091011	
Registration Number:	2164808	NO NAME
Registration Number:	2869731	NO NAME
Serial Number:	77697529	NO NAME AUTHENTIC SMOKEHOUSE
Registration Number:	3519231	NO NAME FULLY GUARANTEED BUTCHER QUALITY MEATS
Serial Number:	77319768	NO NAME HOCKEY KID OF THE YEAR
Serial Number:	77331318	NO NAME HOCKEY KID OF THE YEAR FULLY GUARANTEED BUTCHER QUALITY MEAT
Serial Number:	77697578	NO NAME STEAKHOUSE BURGERS
Registration Number:	1601126	NO NAME STEAKS
Registration Number:	1746500	SMART MEAT
Registration Number:	1763036	SMART MEAT
Registration Number:	2731422	SMART MEAT
Registration Number:	1806280	SMARTBEEF
Registration Number:	1675998	SMARTBURGER
Registration Number:	1771662	SMARTMEAT CHOICE
Registration Number:	3133904	STEAK WAS JUST OUR APPETIZER
Registration Number:	3399277	SUPERB & SIMPLE
Registration Number:	2261241	TENDER EVERY TIME.
Registration Number:	2837707	

CORRESPONDENCE DATA

Fax Number: (612)642-8365

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 612-672-8365

Email: naomi.olsen@maslon.com

Correspondent Name: Naomi Olsen c/o Maslon et al

Address Line 1: 90 S. 7th St., 3300 Wells Fargo Center

Address Line 4: Minneapolis, MINNESOTA 55402

ATTORNEY DOCKET NUMBER:	20091088
NAME OF SUBMITTER:	Naomi Olsen
Signature:	/Naomi Olsen/
Date:	08/31/2009

Total Attachments: 4

TRADEMARK
REEL: 004054 FRAME: 0766

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NOTICE OF SECURITY INTEREST IN U.S. TRADEMARKS

Notice is hereby given that J & B WHOLESALE DISTRIBUTING, INC., a Minnesota corporation ("Debtor"), with its principal place of business at 13200 43rd Street NE, St. Michael, MN 55376, United States, has granted a security interest to Wells Fargo Bank, National Association ("Secured Party") at its respective business office of MAC N9305-187, Sixth and Marquette, Minneapolis, Minnesota 55479, United States, in and to all of the Trademarks listed on *Annex I* and *Annex II* and the applications and registrations associated therewith, pursuant to that certain Security Agreement between Debtor and Secured Party dated August 31, 2009.

Dated: August 31, 2009

J & B WHOLESALE DISTRIBUTING, INC.

By: *James Chapa*
James Chapa
Its Chief Financial Officer

STATE OF MINNESOTA)
) SS.
COUNTY OF *Wright*)






On this *28* day of August, 2009, before me personally came James Chapa, who being duly sworn did depose and say that he is an officer of J & B Wholesale Distributing, Inc., the corporation described herein and which executed the foregoing instrument.

Cynthia Rose Torgerson
NOTARY PUBLIC






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**ANNEX I
FEDERAL TRADEMARKS**

TRADEMARK	CURRENT STATUS	SERIAL/REGISTRATION NO.
NO NAME FULLY GUARANTEED EST. 1970 BUTCHER QUALITY MEATS and Design 	Registered December 16, 2008	Registration No. 3,548,196
BARE NAKED RIBS BARE NAKED RIBS	Registered November 7, 2006	Registration No.: 3,169,865
BLUEWAVE BLUEWAVE	Registered February 26, 2008	Registration No. 3,389,811
BLUEWAVE SEAFOOD COMPANY and Design 	Registered March 18, 2008	Registration No.: 3,398,597
BLUEWAVE SEAFOOD COMPANY and Design 	Pending Application	Serial No. 77-787781
DE BARBEQUE	Registered 8 & 15 November 10, 2008	Registration No.: 2,717,890
FRESH TONIGHT FRESH TONIGHT	Registered February 17, 2009	Registration No.: 3,577,554
J & B and Design 	Renewed 8 & 15 August 19, 2007	Registration No.: 2,088,463
J & B GROUP COMPANY CUSTOMER ASSOCIATE and Design 	Registered September 13, 2005	Registration No.: 2,994,737
MIDWEST PRIDE	Renewed 8 & 15 October 11, 2004	Registration No.: 1,857,805
MIDWEST PRIDE	Renewed 8 & 15 November 14, 2005	Registration No.: 1,935,191
MIDWEST PRIDE	Renewed 8 & 15 May 12, 2008	Registration No.: 2,156,770
MIDWEST PRIDE BONE-ON TENDER MIDWEST PRIDE BONE-ON TENDER	Pending - Publication Review Complete August 11, 2009	Serial No: 77-577041
MIDWEST PRIDE TENDER	Pending - Final Refusal	Serial No: 77-485413

**ANNEX I
FEDERAL TRADEMARKS**

SELECTIONS MIDWEST PRIDE TENDER SELECTIONS	Mailed March 25, 2009	
MISCELLANEOUS DESIGN 	Registered May 9, 2006	Registration No.: 3,091,011
NO NAME	Renewed 8 & 15 June 9, 2008	Registration No.: 2,164,808
NO NAME	Registered August 3, 2004	Registration No.: 2,869,731
NO NAME AUTHENTIC SMOKEHOUSE NO NAME AUTHENTIC SMOKEHOUSE	Pending - Non-Final Action Mailed June 14, 2009	Serial No: 77-697529
NO NAME FULLY GUARANTEED BUTCHER QUALITY MEATS and Design 	Registered October 21, 2008	Registration No.: 3,519,231
NO NAME HOCKEY KID OF THE YEAR NO NAME HOCKEY KID OF THE YEAR	Allowed - Intent to Use 1st Extension of Time Granted June 4, 2009	Serial No: 77-319768
NO NAME HOCKEY KID OF THE YEAR FULLY GUARANTEED BUTCHER QUALITY MEAT and Design 	Allowed - Intent to Use Notice of Allowance Issued March 3, 2009	Serial No: 77-331318
NO NAME STEAKHOUSE BURGERS NO NAME STEAKHOUSE BURGERS	Pending - Non-Final Action Mailed June 14, 2009	Serial No: 77-697578
NO NAME STEAKS	Renewed 8 & 15 June 22, 2001	Registration No.: 1,601,126
SMART MEAT	Renewed 8 & 15 January 12, 2003	Registration No.: 1,746,500
SMART MEAT	Renewed 8 & 15 April 6, 2003	Registration No.: 1,763,036

**ANNEX I
FEDERAL TRADEMARKS**

SMART MEAT and Design 	Registered July 1, 2003	Registration No.: 2,731,422;
SMARTBEEF (Stylized) SMARTBEEF	Renewed 8 & 15 November 23, 2003	Registration No.: 1,806,280
SMARTBURGER (Stylized) SMARTBURGER	Renewed 8 & 15 February 18, 2002	Registration No.: 1,675,998
SMARTMEAT CHOICE	Renewed 8 & 15 May 18, 2003	Registration No.: 1,771,662
STEAK WAS JUST OUR APPETIZER	Registered August 22, 2006	Registration No.: 3,133,904
SUPERB & SIMPLE SUPERB & SIMPLE	Registered March 18, 2008	Registration No.: 3,399,277
TENDER EVERY TIME.	Renewed 8 & 15 July 13, 2009	Registration No.: 2,261,241
MISC. DESIGN 	Registered May 4, 2004	Registration No. 2,837,707